

# EXHIBIT 2

STATE OF INDIANA

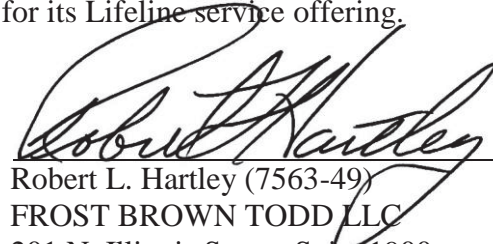
INDIANA UTILITY REGULATORY COMMISSION

IN THE MATTER OF PETITION OF TRACFONE )  
WIRELESS, INC. FOR DESIGNATION AS AN )  
ELIGIBLE TELECOMMUNICATIONS CARRIER )  
IN THE STATE OF INDIANA FOR THE ) CAUSE NO. 41052 ETC-54  
LIMITED PURPOSE OF OFFERING LIFELINE )  
SERVICE TO QUALIFIED HOUSEHOLDS )

TRACFONE'S SUBMISSION OF COMPLIANCE PLAN

In compliance with paragraph 18 of the Commission's Order issued June 29, 2011, TracFone Wireless, Inc. files its Compliance Plan attached hereto, including a copy of TracFone's revised designated Indiana service area for its Lifeline service offering.

By:



Robert L. Hartley (7563-49)  
FROST BROWN TODD LLC  
201 N. Illinois Street, Suite 1900  
P.O. Box 44961  
Indianapolis, IN 46204  
rhartley@fbtlaw.com  
(317) 237-3949

Mitchell F. Brecher (198195-TA)  
Debra McGuire Mercer  
GREENBERG TRAURIG, LLP  
2101 L Street, NW  
Suite 1000  
Washington, D.C. 20037  
brecher@gtlaw.com  
(202) 331-3100

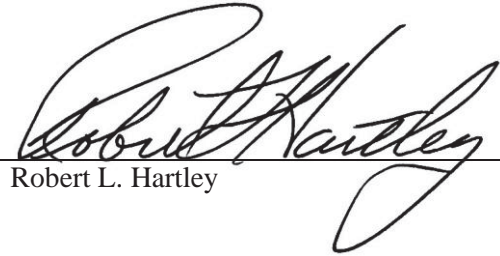
*Counsel for TracFone Wireless, Inc.*

**CERTIFICATE OF SERVICE**

Service of the foregoing was made by both electronic transmission and by placing a copy of the same into the U.S. First Class Mail, postage prepaid, this 11th day of August, 2011, addressed to:

Adam Arceneaux  
Lacy Johnson  
Rabeh Soofi Bruder  
ICE MILLER LLP  
One American Square, Suite 2900  
Indianapolis, IN 46282-0200  
[Adam.Arceneaux@icemiller.com](mailto:Adam.Arceneaux@icemiller.com)  
[Lacy.Johnson@icemiller.com](mailto:Lacy.Johnson@icemiller.com)  
[Rabeh.Soofi@icemiller.com](mailto:Rabeh.Soofi@icemiller.com)  
*Attorney for Brightpoint North America L.P.*

Karol H. Krohn  
INDIANA OFFICE OF UTILITY CONSUMER  
COUNSELOR  
115 West Washington Street, Suite 1500  
South Tower  
Indianapolis, IN 46204  
[kkrohn@oucc.in.gov](mailto:kkrohn@oucc.in.gov)

  
Robert L. Hartley

FROST BROWN TODD LLC  
201 N. Illinois St., Suite 1900  
P.O. Box 44961  
Indianapolis, IN 46244-0961  
317-237-3800  
Fax: 317-237-3900  
[rhartley@fbtlaw.com](mailto:rhartley@fbtlaw.com)

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## **TracFone Wireless Compliance Plan, Cause No. 41052 ETC 54**

In its June 29, 2011 Order in Cause No. 41052 ETC 55 ("ETC Order") the Commission set forth a number of conditions on its designation of TracFone Wireless as an Eligible Telecommunications Carrier. The Order states that "TracFone Wireless shall submit a compliance plan indicating how it will implement the above [10] conditions." *See* ETC Order at 18.

TracFone's plan for compliance with each condition is as follows:

Condition 1: *TracFone shall comply with the conditions of its FCC Forbearance Order and its Compliance Plan in Indiana. TracFone shall notify the Commission if terms of its Forbearance Order or Compliance Plan are modified.*

PLAN: TracFone Wireless will continue to comply with the conditions of its FCC Forbearance Order and Compliance Plan. TracFone will notify the Commission if terms of its Forbearance Order or Compliance Plan are modified or eliminated.

Condition 2: *TracFone shall deactivate a SafeLink Wireless® account if the customer has no usage for ninety consecutive days. No fewer than eight business days before deactivation, TracFone shall send the customer a written notice by mail about the potential deactivation and ways to avoid unwanted deactivation. The customer shall have a thirty-day grace period from the deactivation date to reactivate the SafeLink Wireless® account and restore the minutes accrued during the ninety-day non-usage period and the thirty-day grace period.*

PLAN: TracFone Wireless will deactivate SafeLink Wireless® accounts with no activity for 90 consecutive days, with written notice, by mail no fewer than eight business days before deactivation, of the potential deactivation and ways to avoid it. The customer will have a 30 day grace period to restore the account and prior minutes accrued. *See* Informational Tariff I.U.R.C. No. 1, Original Sheet 13.

Condition 3: *TracFone shall offer Lifeline-eligible customers at least one plan with a minimum of 250 free minutes per month and a charge of not more than \$0.10 for each additional minute and each text message. TracFone shall file a tariff of its proposed offerings prior to initiating Lifeline service in*

*Indiana and notify the Commission in the form of a new tariff if any terms, conditions, or allocation of free minutes changes.*

PLAN: TracFone's Lifeline offering includes an available Monthly Plan that provides a minimum of 250 free minutes per month and a maximum charge of 10 cents for each additional minute. *See* Informational Tariff I.U.R.C. No. 1, Original Sheet 9.

Condition 4: *TracFone shall provide the Commission with a copy of its annual Lifeline Verification survey results that it files with the Universal Service Administrative Company by August 31 st of each year.*

PLAN: By August 31 each year TracFone will provide the Commission with a copy of TracFone Wireless' annual Lifeline Verification survey results filed with USAC.

Condition 5: *To safeguard against misuse of the Lifeline service plan, TracFone shall deal directly with the customer and require each customer to self-certify under penalty of perjury that the customer is the only member of a household receiving the Lifeline discount, that the customer did not receive the Lifeline discount for any other phone, and that the customer is eligible for the Lifeline discount either based upon participation in one of the qualifying lowincome programs or based upon income. Lifeline customers who certify eligibility based upon income or participation in a qualifying program shall provide copies of documentation demonstrating their eligibility.*

PLAN: TracFone Wireless will deal directly with each customer and require each customer to self-certify under penalty of perjury that the customer is the only member of a household receiving the Lifeline discount, that the customer does not receive the Lifeline discount for any other phone, and that the customer is eligible for the Lifeline discount either based upon participation in one of the qualifying low-income programs or based upon income. Lifeline customers who certify eligibility based upon income or participation in a qualifying program shall provide copies of documentation demonstrating their eligibility. *See* Informational Tariff I.U.R.C. No. 1, Original Sheet 11. As part of the application process, TracFone Wireless will implement internal steps as required to obtain documentation from applicants demonstrating their eligibility for Lifeline. Applicants will be directed on the application to submit supporting documentation by mail or fax for review

Condition 6: *TracFone shall notify each Lifeline customer on an annual basis, and request that the customer confirm his or her continued eligibility for Lifeline services, by requiring that the customer self-certify he or she continues to be eligible for the discount based upon the customer's income or participation in a qualifying low-income program. Such verification will be required in order for the consumer to continue to purchase prepaid airtime at the discounted rate.*

PLAN: TracFone Wireless will notify each Lifeline customer on an annual basis and request confirmation of his or her continued eligibility for the Lifeline services, by requiring the customer to self-certify he or she continues to be eligible for the discount based on the customer's income or participation in a qualifying low-income program. See Informational Tariff I.U.R.C. No. 1, Original Sheet 9.

Condition 7: *In the event the ILAP becomes law, TracFone shall seek Commission approval of any new Lifeline offering subject to the additional Indiana discount prior to participation in ILAP.*

PLAN: In the event the Indiana Lifeline Assistance Program ("ILAP") becomes law, TracFone Wireless will seek Commission approval of any new Lifeline offering subject to the additional Indiana discount.

Condition 8: *TracFone shall contribute to the InTrac Fund on a monthly basis in an amount equal to the Commission-approved InTrac monthly surcharge (currently \$0.03) multiplied by the number of active TracFone accounts during each month, consistent with Cause No. 39880 and Indiana Code ch. 8-1-2.8.*

PLAN: TracFone Wireless will continue to contribute to the InTrac fund, on a monthly basis, an amount equal to the Commission-approved InTrac monthly surcharge (currently \$0.03) multiplied by the number of active TracFone accounts registered to an Indiana zip code during the month.

Condition 9: *TracFone shall continue to pay applicable fees, such as the public utility fee, pursuant to Indiana Code ch. 8-1-6, the IUSF fee pursuant to the Commission's Final Order in Cause 42144, applicable wireless emergency E911 fee pursuant to Indiana Code § 36-8-16.5-30.5, and any other applicable fees.*

PLAN: TracFone Wireless will also continue to pay applicable fees, such as the public utility fee pursuant to Ind. Code § 8-1-6, the IUSF fee pursuant to the Commission's Final Order in Cause No. 42144,

the wireless emergency enhanced 911 fee pursuant to hid. Code § 36-8-16.5-30.5 and any other applicable fees.

Condition 10: *TracFone shall revise its designated service area to omit study areas of rural telephone companies that cannot be completely served by TracFone's virtual network subject to approval by Commission staff prior to providing Lifeline service in Indiana.*

PLAN: TracFone has submitted to the Commission staff for approval a revised designated service area that omits study areas of rural telephone companies that cannot be completely served by TracFone's virtual network. The Commission staff has indicated its satisfaction with TracFone's revised designated service area. A copy of TracFone's revised designated service area is attached hereto.

Pursuant to paragraph 7 of the ETC Order, TracFone has submitted its informational tariff to the Commission's Communications Division and has made changes requested by the Commission's staff. TracFone will file its approved informational tariff before offering Lifeline service in Indiana. TracFone Wireless will submit a revised informational tariff if any terms, conditions or allocation of free minutes changes impacting Indiana customers.

TracFone Wireless further agrees that it will comply with the following reporting requirements:

Projected Filing Date	Information to be filed with the Commission
Within 30 days following end of each quarter	Quarterly reports (on a confidential basis) documenting for its Lifeline service in Indiana, during the quarter (i) total number of active customers as of the beginning of the quarter, (ii) total number of new customers added during the quarter, (iii) total number of inactive customers reactivated during the quarter, (iv) total number of customers deactivated during the quarter, (v) total number customers as of the end of the quarter, and (vi) total revenue claimed from USF during the quarter.
August 31 of each year	A copy of TracFone Wireless' annual Lifeline Verification survey results filed with USAC.
August 31 of each year	Annual ETC Compliance Report, containing the following information: <ul style="list-style-type: none"><li>• Detailed information on any outage lasting at least 30 minutes that potentially affects at least ten percent of the end users served in the designated service area or that potentially affects a 911 special facility.</li><li>• The number of requests for service from potential customers within TracFone Wireless' service area that were unfilled for the past year.</li><li>• Number of complaints per 1,000 handsets or lines.</li></ul>

Projected Filing Date	Information to be filed with the Commission
	<ul style="list-style-type: none"> <li>• Certification of compliance with the CTIA Consumer Code for Wireless Service.</li> <li>• Certification that TracFone Wireless is able to function in emergency situations.</li> <li>• Certification that TracFone Wireless is offering a local usage plan comparable to that offered by the incumbent LEC.</li> <li>• Certification that TracFone Wireless acknowledges it may be required by the IURC to provide equal access to long distance carriers in the event no other carrier is providing equal access within the service area</li> </ul>
February 15 of each year	Annual report (on a confidential basis) documenting for its Lifeline service in Indiana, during the previous calendar year: (i) total number of customers receiving service for at least one month, (ii) total number of customers deactivated due to non-use or cancellation, (iii) total annual expenditure promoting or advertising Lifeline, detailed by category of expenditure (e.g. print media, broadcast, direct mailings)

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TracFone Wireless, Inc  
SafeLink Coverage: Indiana (07/27/2011)

TracFone's SafeLink designated coverage area is the entire state of Indiana, except the following listed 159 zip codes.

The following 23 zip codes are excluded from TracFone's SafeLink designated coverage area because TracFone's virtual network may not completely serve each zip code.

ZIP_CODE	COUNTY	NON-RURAL ILEC
46133	FAYETTE	FRONTIER NORTH INC. - IN
46146	RUSH	
46155	RUSH	
46508	KOSCIUSKO	
46942	CASS	
46943	WABASH	
46946	WABASH	
46962	WABASH	
46980	WABASH	
46984	WABASH	
46992	WABASH	
47024	FRANKLIN	
47030	FRANKLIN	
47325	UNION	
47355	RANDOLPH	
47358	RANDOLPH	
47380	RANDOLPH	
47382	RANDOLPH	
46039	CLINTON	INDIANA BELL TEL CO INC - IN
46057	CLINTON	
46379	NEWTON	
46941	WABASH	
46971	MIAMI	

The following 136 zip codes are excluded from TracFone's SafeLink designated coverage area because TracFone's virtual network may not completely serve one or more zip codes in the rural ILEC's study area.

ZIP_CODE	COUNTY	RURAL ILEC
46916	CARROLL	CAMDEN TEL CO INC
46917	CARROLL	
46977	CARROLL	

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ZIP_CODE	COUNTY	RURAL ILEC
46781	WELLS	CITIZENS TEL CORP
46766	WELLS	
46792	HUNTINGTON	
46913	CARROLL	FRONTIER MIDSTATES, INC. - IN
46770	WELLS	
46777	WELLS	
46791	WELLS	
46799	ALLEN	
46915	CARROLL	
46923	CARROLL	
47322	FAYETTE	NEW LISBON TEL CO INC
47366	HENRY	
47387	HENRY	
46372	NEWTON	NORTHWESTERN INDIANA TEL CO INC
47963	NEWTON	
46310	JASPER	
46341	PORTER	
47943	JASPER	
47964	NEWTON	
47925	WHITE	PULASKI-WHITE RURAL TEL COOP INC
46985	PULASKI	
46912	FULTON	ROCHESTER TEL CO INC
46935	FULTON	
46922	FULTON	
46975	FULTON	
46380	JASPER	UNITED TEL CO OF INDIANA INC
46711	ADAMS	
46740	ADAMS	
46759	WELLS	
46769	ADAMS	
46771	LAGRANGE	
46772	ADAMS	
46778	WELLS	
46780	ADAMS	
46782	ADAMS	
46920	CARROLL	

TracFone Wireless, Inc  
SafeLink Coverage: Indiana (07/27/2011)

ZIP_CODE	COUNTY	RURAL ILEC
46921	MIAMI	UNITED TEL CO OF INDIANA INC
46940	WABASH	
46958	MIAMI	
46974	WABASH	
46990	WABASH	
47369	JAY	
47381	JAY	
47922	NEWTON	
47926	WHITE	
47950	WHITE	
47951	NEWTON	
46040	HANCOCK	
46048	MADISON	
46051	MADISON	
46055	HANCOCK	
46065	CLINTON	
46102	BOONE	
46106	JOHNSON	
46131	JOHNSON	
46147	BOONE	
46148	HENRY	
46164	JOHNSON	
46165	HENDRICKS	
46181	JOHNSON	
46184	JOHNSON	
46186	HANCOCK	
46366	STARKE	
46374	STARKE	
46381	NEWTON	
46392	JASPER	
46501	MARSHALL	
46506	MARSHALL	
46513	MARSHALL	
46531	STARKE	
46532	STARKE	
46534	STARKE	
46536	ST JOSEPH	
46537	MARSHALL	
46538	KOSCIUSKO	
46542	KOSCIUSKO	

TracFone Wireless, Inc  
SafeLink Coverage: Indiana (07/27/2011)

ZIP_CODE	COUNTY	RURAL ILEC
46543	ELKHART	UNITED TEL CO OF INDIANA INC
46552	ST JOSEPH	
46554	ST JOSEPH	
46555	KOSCIUSKO	
46562	KOSCIUSKO	
46563	MARSHALL	
46565	LAGRANGE	
46567	KOSCIUSKO	
46571	LAGRANGE	
46572	MARSHALL	
46574	ST JOSEPH	
46580	KOSCIUSKO	
46581	KOSCIUSKO	
46582	KOSCIUSKO	
46590	KOSCIUSKO	
46704	ALLEN	
46705	DE KALB	
46710	NOBLE	
46725	WHITLEY	
46730	DE KALB	
46732	NOBLE	
46733	ADAMS	
46746	LAGRANGE	
46761	LAGRANGE	
46763	NOBLE	
46764	WHITLEY	
46786	LAGRANGE	
46787	WHITLEY	
46789	LAGRANGE	
46795	LAGRANGE	
46926	MIAMI	
46929	CARROLL	
46939	FULTON	
46960	PULASKI	
46968	STARKE	
46991	GRANT	
46996	PULASKI	
47001	DEARBORN	
47011	SWITZERLAND	
47019	SWITZERLAND	

TracFone Wireless, Inc  
SafeLink Coverage: Indiana (07/27/2011)

ZIP_CODE	COUNTY	RURAL ILEC
47020	SWITZERLAND	UNITED TEL CO OF INDIANA INC
47022	DEARBORN	
47025	DEARBORN	
47038	SWITZERLAND	
47040	OHIO	
47043	SWITZERLAND	
47326	JAY	
47371	JAY	
47390	RANDOLPH	
47946	PULASKI	
47948	NEWTON	
47957	PULASKI	
47960	WHITE	
47977	JASPER	
47978	JASPER	
47980	WHITE	
47995	WHITE	

TracFone Wireless, Inc  
SafeLink Coverage: Indiana (07/27/2011)

- SafeLink Not Available
- SafeLink Available

